

Amended and Restated BYLAWS
Effective August 20, 2019
A.W. Brown Leadership Academy Board of Directors

Article I

Name and Privileges

This Corporation shall be known as A.W. Brown Leadership Academy(the “Corporation), and shall conform to the Laws issued by the Secretary of the State of Texas.

Article II

Purpose

The Corporation is a non-profit corporation organized under the laws of the State of Texas and its purposes are exclusively educational as set forth in the Articles of Incorporation. The Corporation shall exist primarily for the instruction of students in primary grades PK-12 and shall be restricted to and by curriculum approved by the Texas Education Agency and its representatives.

Article III

Officers and Governance

Section 1: The names of the initial Board of Directors (the “Board”) are set forth in the Articles of Incorporation. All successor Board Members shall be elected by a majority vote of the current Board of Directors.

Section 1a: Said organization shall be governed by the Board. The Board shall consist of not less than three (3) and not more than eleven (11) persons. The Board will seek a minimum of one (1) Parent or Guardian of a student currently enrolled at the Academy to serve as a Board member.

Section 1b: The Officers of the Corporation are a President, Vice President, Secretary. A Treasurer can be appointed at the discretion of the Board. The Board of Directors may create such other officer positions as it deems necessary. Each officer position shall have duties and responsibilities.

Section 1c: Non-membership Corporation. The Corporation shall have no members. The Board of Directors shall have all powers and duties for the conduct of the activities of the Corporation.

Section 2: Board of Directors shall be elected by the affirmative vote of a majority of the other Directors and shall serve a minimum of three (3) year term with no more than 2 consecutive terms, with the exception of the Parent/Guardian Board Director(s). The Parent/Guardian Board Director(s) will serve a minimum two (2) year term. Terms shall be staggered so that no more than 1/3 of the Board shall be up for election during a term, unless a vacancy (ies) needs to be filled. Each person serving as a Director, unless Grandfathered, shall hold office until the earlier to occur (a) the expiration of the term of which he/she is elected and until his/her successor has been elected or (b) his/her death, resignation or removal.

Section 3: The Board shall elect their successors at a regularly scheduled Board meeting.

Section 4: Board of Directors shall elect, at its annual meeting, the following officers: President, Vice-President, and Secretary. A Treasurer can be elected at the discretion of the Board.

Section 4a: President: The President shall preside over all board meetings and shall be responsible for directing the work of the board in general. In the event that the organization should find itself without a Superintendent/CEO, then it shall be the President's responsibility to convene a board meeting in which an interim Superintendent/CEO will be appointed by a majority vote.

Section 4b: Vice-President: The Vice-President of the board shall assist the President in the performance of his duties and shall also assume the responsibilities of the President in his/her absence or inability to act.

Section 4c: Secretary: The secretary shall be responsible for keeping an official record of each board meeting and for handling any needed correspondence related to the board.

Section 4d: Treasurer: The organization's board treasurer shall be responsible for overseeing the financial records of the organization.

Section 5: The Board of Directors may establish ad hoc committees as needed under the direction of the Board for the effective governing of the school. The ad hoc committee members do not have voting privileges. The Board President or appointee shall be an ex-officio member of each committee. The Superintendent or an appointee shall also be an ex-officio member of each committee, except where his/her evaluation, tenure, or salary is deliberated.

Section 5a: The Board of Directors shall have all powers and authority, as designated in the Charter, for the management of the business, property, and affairs of the Corporation, to do such lawful acts as it deems proper and appropriate to promote the objectives and purposes of the Corporation. A Board Member may resign by submitting a written resignation to the President of the Board of Directors.

Section 5b: The Board of Directors has a duty to maintain the integrity of all Board actions, including discussions and votes. Any Board member violating this integrity may be disciplined or removed from the Board by majority vote.

Section 6: The Board- Nepotism - a member of the governing body of a charter holder, a charter school and an officer of a charter school who retain final authority to select and terminate charter school employees shall comply with Texas Government Code, Chapter 573, and the Texas Administrative Code (19TAC sec. 100.1111-100.1116) as it relates to nepotism provision, prohibitions and exceptions.

Article IV

Meetings and Procedures

Section 1: A majority of the then acting Directors shall constitute a quorum.

Section 2: Adoption of any legitimate motion shall require a majority vote except in the case of election of officers and amendment of the Bylaws or as otherwise required by law, which shall require a two-thirds vote.

Section 3: Majority vote means more than half of the votes cast at a legal meeting where a quorum is present.

Section 4: Two-thirds vote means two-thirds of the votes cast at a legal meeting where a quorum is present.

Section 5: The Board President shall preside at all meetings of the Board of Directors. The Board Vice President shall preside at all meetings of the Board of Directors if the Board President is not present. If either the President or Vice President is not present the meeting shall be deemed illegal.

Section 6: An Annual Meeting of the Board of Directors for the election of Officers and Board of Directors and such other business as may come before the meeting shall be held in the calendar month of August each year. Each Board member present at a meeting shall have one vote and there shall be no voting by proxy.

Section 7: In addition to the Annual Meeting a regular monthly meeting of the Board of Directors shall be held. The notice of such meeting shall be held at the principal location of the Corporation or such other place as shall be specified in the meeting notice. Each Board member present at a meeting shall have one vote and there shall be no voting by proxy. The notice shall comply with the state and local government's Texas Open Meetings Act. If neither the President nor Vice

President is present the meeting shall be deemed illegal.

Section 8: The Board of Directors shall be conducted utilizing “Robert's Rules”, a written “Agenda” and timely public notice of all regular meetings and in accordance to the state and local government’s Texas Open Meetings Act.

Section 9: Special Meetings of the Board of Directors for any purpose may be called at any time by the Board President or by a majority of the full Board of Directors. Such meetings shall be held upon not less than 72 hours notice given personally, or by telephone, facsimile, or electronic mail. Such notice shall specify the time and place of the meeting and in all respects comply and in accordance to the state and local government’s Texas Open Meetings Act. If neither the President nor Vice President is present the meeting shall be deemed illegal.

Section 10: A Board member may be removed for cause at a meeting of the Board by an affirmative vote of 2/3 of the remaining Board Directors.

Section 11: The Board of Directors may conduct some meetings as a Videoconference according to the Texas Open Meetings Act, provided a physical quorum is present at the meeting location and the President or Vice President is present. If a physical quorum is not present the meeting shall be deemed illegal.

Article V

Financial Matters

Section 1: All checks written against accounts in the name of A.W. Brown Leadership Academy shall require the signature of two (2) check signers.

Section 2: An annual independent audit shall be conducted within fifteen (15) days of the close of each accounting year, or December 31st, whichever may apply.

Section 3: Any and all Accounts shall bear the name of A.W. Brown Leadership Academy.

Article VI

Regarding Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose in accordance with the Texas Administrative Code and the Texas Education Code (12.128). Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII

Amendments to Bylaws

The Board of Directors shall have the power to make, amend, or repeal the Bylaws either in whole or in part. Any change shall require the review of the full Board of Directors. Bylaws may be amended at any regular meeting or any special meeting called for that purpose. Any change shall require the approval by a two-thirds vote of the Board.

Article VIII

Conflicts of Interest Policy

Section 1: Purpose: The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2a: Interested Person- Any director or principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2b: Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment or family

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists. A Board member shall not resign from the Board to attach themselves to an outside and associated outside interest, or entity of the corporation.

Section 3: Procedures

- a. Duty to Disclose- In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- b. Determining whether a conflict of interest exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest- An interested person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result that result in the conflict of interest.
- d. Violation of the Conflicts of Interest Policy- If the Board of Directors has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- e. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors 5 determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceeding- The minutes of the Board of Directors shall

contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed and
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5: Compensation

No Board member or officer shall receive any fee, salary, or remuneration of any kind for services rendered to the Corporation, except that they may be reimbursed for proven expenses incurred in the business of the Corporation and approved by a formal vote of the Board of Directors. A voting member of the Board of Directors who receives compensation directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6: Annual Statements

Each Director and principal officer shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy.
- b. has read and understands the policy.
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

Section 8: Use of Outside Experts

In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not,

use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.